UNITED STATES SECURITIES AND EXCHANGE COMMISSION SEC Mail Processing Washington, D.C. 20549

Section

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FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

Washington, DC

MAY 15 2008

SEC USE ONLY Prefix Serial 111 DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and	indicate change	
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Senior Convertible Promissory Notes	707 Duly 4/6	TITOR
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule	506) ULOE
Type of Filing: New Filing Amendment		
A. BASIC IDENTIFICATION DATA		
1. Enter the information requested about the issuer		
Name of Issuer (check if this is an amendment and name has changed, and indicate	change.)	
Seno Medical Instruments, Inc.		
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Num	T TRANSPORTED TRANSPORTED FOR STREET (1991 HIGH 1819) I HIGH
3838 Medical Drive, Suite 101, San Antonio, Texas 78229	(210) 615-6501	
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Num	
(if different from Executive Offices)		ESTAND REPORTED TO THE CONTRACTOR OF THE CONTRAC
(In districtions and an arrangement of the control		08048149
Brief Description of Business		
Laser opto-acoustic imaging products for medical screening and diagnosis		
Type of Business Organization		
☐ corporation ☐ limited partnership, already formed	other (p)	lease specify):
business trust limited partnership, to be formed		
Month Year		
	al	ed
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbre	oriacion toi ciaw. Ta	
CN for Canada; FN for other foreign juri	saicaon <i>j</i>	·

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. Or 15 U.S.C. 774(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securilles Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicted on the filing of a federal notice.

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2.	Enter the information					
•	Each promoter of th	ne issuer, if the issu	ier has been organized w	rithin the past five years;		
•	Each beneficial ow equity securities of		wer to vote or dispose,	or direct the vote or disp	osition of, 10%	or more of a class of
•			of corporate issuers an	d of corporate general a	nd managing p	artners of partnership
•	-	nanaging partner of	f partnership issuers.	•		
Check	Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	⊠ Director	General and/or Managing Partner
Full Na	ame (Last name first,	if individual)				
Campl	bell, Janet		ok o			
			Street, City, State, Zip Co		••	
	oo Medical Instrume Box(cs) that Apply:	ents, Inc., 3838 M	edical Drive, Suite 101,	San Antonio, Texas 7822	Zy ⊠Director	General and/or
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Bran	stetter, Ron					
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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2. Enter the in	nformation	requested for the	following:			
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c/o Seno Medical I	nstrumen	ts, Inc., 3838 Me	dical Drive, Suite 101,	San Antonio, Texas 7822 Executive Officer	9	General and/or
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Answer also in Appendix, Column 2, if filing under ULOE 2. What is the minimum investment that will be accepted from any individual: Society	異變	A) Alto	學的思想	多数 的。从		B. IN	FORMAT	ION ABO	UT OFFI	ERING	314747ph	REER.	推荐234	¥ 374\$	
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3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Legend Merchant Group, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 401 E. Las Olas Blvd. Sulte 1580, Fort Lauderdale, Florida 33301 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	2.	What	is the mir	imum inv	estment the	at will be a	ccepted fr	om any inc	lividual:	******		S	<u>50.000</u>		
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	C. OFFERING PRICE, NUMBER OF INVESTORS PARENSES AND USE	OF PROCEEDS	WE WELL STEEL
i.			•
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$ 4,000,000	\$ 1,300,000
	Equity	\$	\$
,	Common Preferred		
	Convertible Securities (including warrants and placement agent warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>4.000,000</u>	\$ <u>1,300,000</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	10	\$ <u>1.300.000</u>
	Non-accredited Investors	<u>N/A</u>	\$ <u>N/A</u>
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		s
	Total	·	\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		,
	Transfer Agent's Fee		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$ <u>75,000</u>
	Accounting Fees		\$
	Engineering Fees	. 🗆	S
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify) Placement Agent's fees	. 🛛	\$ <u>31,200</u>
	Total	. 🛛	\$ <u>106,200</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS b. Enter the difference between the aggregate offering price given in response to Part C -\$<u>1,193,800</u> Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."..... 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C -Ouestion 4.b above. Payments to Payments To Others Officers. Directors, & Affiliates Salaries and fees Purchase of real estate **□**\$ **□**\$ Purchase, rental or leasing and installation of machinery and equipment..... □\$ **S** Construction or leasing of plant buildings and facilities □\$ Acquisition of other businesses (including the value of securities involved in this □ \$ offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)..... □\$ ∏\$ Repayment of indebtedness..... **⊠**\$ Working capital 1,193,800 Other (specify): □\$ **S**\$ Column Totals 1,193,800 **⊠**\$ 1,193,800 Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon

written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

Signature

Date

May 12, 2008

Title of Signer (Print or Type)

Janet Campbell

Chief Executive Officer

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STA	TE SIGNATURE					1775
1.	1. Is any party described in 17 CFR 230.252(c), (d), (e) provisions or such rule?	*	-			Yes	No ⊠
	See Appendix, G	Column 5 for state re	esponse.				
2.	2. The undersigned issuer hereby undertakes to furnish to a Form D (17 CFR 239.500) at such times as required by s		or of any stat	te in whic	ch this notice is file	ed, a not	ice on
3.	3. The undersigned issuer hereby undertakes to furnish to the issuer to offerees.	e state administrato	rs, upon wri	tten requ	est, information fu	rnished	by the
4.	4. The undersigned issuer represents that the issuer is famil Limited Offering Exemption (ULOE) of the state in availability of this exemption has the burden of establish	which this notice is	filed and	understar	nds that the issuer	o the Ui	niform ng the
	The issuer has read this notification and knows the contents tundersigned duly authorized person.	o be true and has du	lly caused th	is notice	to be signed on its	behalf	by the
			$ \left\langle \cdot \right\rangle$		r		
Iss	Issuer (Print or Type) Signat	ire ((()	}	Date		
Se	Seno Medical Instruments, Inc.			<u>/ </u>	May 12, 2008		
Na	Name (Print or Type) Title (I	hint or Type)	¥ <				

Instruction:

Janet Campbell

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Chief Executive Officer

APPENDIX
RECORD SECTION OF THE PROPERTY
Melicon Manufactura (1)

1	to acc inve	d to sell non- redited stors in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOB (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Senior Convertible Promissory Notes	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL								<u> </u>		
AK										
AZ										
AR						<u> </u>		<u> </u>	<u> </u>	
CA									ļ	
CO	ļ <u>.</u>							 		
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IN		<u> </u>				<u> </u>				
IA		<u> </u>	·			<u> </u>			_	
KS		<u> </u>				<u> </u>				
KY						<u></u>		<u> </u>	<u> </u>	
LA							<u> </u>	 	<u> </u>	
ME				<u> </u>		<u> </u>				
MD										
MA		х	\$200,000	3	\$200,000	0	N/A		X	
MI									-	
MN					ļ <u>.</u>					
MS							_			
МО							<u> </u>			

CAPPENDIX	
	/ China

2 Intend to Sell					5 Disqualification					
to l Accr Investor (Part B	Non- edited s in State - Item 1)	Type of Security and aggregate offering price offered in State (Part C - Item 1)	į	Type of investor and amount purchased in State (Part C - Item 2)				under State ULOE (if yes attach explanation of waiver granted) (Part E - Item 1)		
Yes	No	Senior Convertible Promissory Notes	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No		
	х	\$300,000	1	\$300,000	0	N/A		Х		
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 	X	\$800,000	6	\$800,000	0	N/A		X		
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	Accr Investor		Accredited Investors in State (Part B - Item 1) Yes No Senior Convertible Promissory Notes X \$300,000	Accredited Investors in State (Part B - Item 1) Yes No Senior Convertible Promissory Notes X \$300,000 1 X \$300,000 1	Accredited Investors in State (Part B - Item 1) Yes No Senior Convertible Promissory Notes X \$300,000 1 \$300,000	Accredited Investors in State (Part C - Item 1) Yes No Senior Convertible Promissory Notes X \$300,000 1 \$300,000 0 X \$8800,000 6 \$800,000 0	Accredited Investors in State (Part C - Item 1)	Accredited Investors in State (Part D - Item 1) Yes No Senior Convertible Promissory Notes No Investors Non-Accredited Investors Non-Accredited Investors Non-Accredited Investors Non-Accredited Investors Non-Accredited Non-		

